



Annual General Meeting 7 August 2024

Bledlow Village Hall 20.00

Remote attendance (no participation) via Zoom

1. Welcome

The Chairman, Stanley Hart, opened the meeting at 20.00 and welcomed those in the hall and online. There was an introduction to the AGM, including setting out various 'points of order' for the evening, including processes that would be followed.

He also confirmed that only members attending in person could vote or participate in the meeting and that members who were unable to attend were entitled to have voted in advance via a proxy vote.

It was put to the meeting that a change in order would be beneficial, with the votes for the election of Directors / Trustees to be completed first, and then the votes for the member resolutions to be completed separately for ease of the count. This was put to the meeting and agreed.

2. Attendance and apologies for absence

Apologies for absence were received from Roger Dix (Company Secretary), Kieran Soughton (HR Director), Peter Maynard (Commercial & Engineering Director), Lynda Maynard (Booking Office Supervisor), Paul Godwin.

66 members were present, with around 50 members joining online to view and hear, but not participate.

3. To approve the Minutes of the 2023 Annual General Meeting

These were available online before the meeting and were approved, *nem con* and signed by the Chairman.

4. Matters Arising from those Minutes

None noted.

5. Reports from Chairman and directors/trustees

These had all been available online before the meeting and no questions were raised.

6. To receive the Financial Director's report and accounts and to adopt the Association Accounts for the year ending 31 December 2023

No questions were raised with the Finance Director, Paul Townsend, with regards to the accounts. The motion to adopt the accounts was:

Proposer by: Paul Townsend

Seconded: Danny Woodward

Passed *nem con*.



7. Appointment of Independent Examiner

The Chairman explained that Charity Law required an Independent Examiner to scrutinise the accounts and ensure they look reasonable.

The motion to propose Jemima King of Messrs Richardson's of Thame be appointed as the Independent Examiner of the Association for 2024 was:

Proposed by: Paul Townsend

Seconded by: Andrew Walker

Passed *nem con*.

8. Members' Resolutions

The Chairman introduced this section by reminding members present of the process for members' resolutions.

Proposers, who were attending the meeting in person, were able to speak for two minutes on their proposal, and they would only be interrupted if there was a potential for libelous statements to be made.

An opportunity for some clarifying questions was given to members present and those were taken and answered.

Shane Barry was present and presented his motions. Phil Marsh was not present and no further information was added to his motions.

The votes for each motion are documented below. Voting was by secret ballot, with Roger Shipway and Andrew Walker counting the votes cast.

Motion 1 proposed by Shane Barry: To put on record that the members have no confidence in the actions of Kieran Soughton and instruct that he stand down immediately from all positions in the Association and Company on completion of this vote.

For 22; Against 68; Abstentions 10. **MOTION DEFEATED**

Motion 2 proposed by Shane Barry: To commence work on updating the governance and structures of the Association and the Company with a view to presenting a new and updated governing documents and structure at the 2025 AGM for approval of and voting on by the members.

For 22; Against 66; Abstentions 12. **MOTION DEFEATED**

Motion 3 proposed by Shane Barry: To publish, via email and online, the minutes for the Board and Managers meetings, with commercially sensitive or safeguarding issues excluded with appropriate wording to indicate something has been redacted.

For 22; Against 73; Abstentions 5. **MOTION DEFEATED**

Motion 4 proposed by Shane Barry: To make available a prospectus at least 28 days prior to an AGM of the board members standing for election or re-election. Each candidate to sum up in 250 to 500 words why they should be elected or re-elected at the AGM stating what they have achieved (returning board members) their aims for their involvement, experience, qualifications and best achievement in their professional and volunteering life. (This should not exclude those without experience in this environment and they should be free to state they have no relevant experience but have a plan to do so.)

For 22; Against 69; Abstentions 9. **MOTION DEFEATED**



Motion 5 proposed by Shane Barry: (A) To create a reserves policy where the actual costs of running a loco / coach / wagon is put in a fund on a regular basis (at minimum annually) with a view to covering that rolling stocks refurbishment costs and regular maintenance costs. (B) To create a reserves policy where the anticipated costs for works on large structures on the railway (e.g. bridges, culverts etc) over their lifetime are spread out over the life of the structure and funds allocated to a restricted fund annually to ensure when work is necessary there is no delay on carrying out essential and routine works.

For 15; Against 76; Abstentions 9. **MOTION DEFEATED**

Motion 6 proposed by Shane Barry: To give an update to the members regarding the status of the bridges and the work involved, furthermore the members instruct the board to publish the most recent engineers report and to publish all such reports in the future so the members can be better informed as to the status of the bridges.

For 12; Against 76; Abstentions 12. **MOTION DEFEATED**

Motion 7 proposed by Shane Barry: To implement a policy that restricts the number of roles held within the association and the company by any one individual.

For 11; Against 81; Abstentions 8. **MOTION DEFEATED**

Motion 8 proposed by Shane Barry: To future proof the railway by establishing and supporting a youth level participation on the railway. As a part of this the members instruct the board to engage with other Heritage Railways that run successful youth engagement programmes and seek out best practice from these to implement as soon as possible. This is to also include creation of a Board level position to ensure that young members interests are represented on the board by a youth member.

For 22; Against 67; Abstentions 11. **MOTION DEFEATED**

Motion 9 proposed by Phil Marsh: To make a mandatory requirement for every candidate standing for election/re-election to provide a personal statement.

For 30; Against 60; Abstentions 10. **MOTION DEFEATED**

Motion 10 proposed by Phil Marsh: That every candidate must declare Strike-off warnings in their election statement plus any other Governance actions taken against them that may affect the Association's reputation.

For 20; Against 66; Abstentions 14. **MOTION DEFEATED**

Motion 11 proposed by Phil Marsh: That the Board must publish the results of all votes cast for and against each candidate in The Watlington Flyer AND announce these votes at the AGM.

For 20; Against 66; Abstentions 14. **MOTION DEFEATED**

Motion 12 proposed by Phil Marsh: That to avoid more highways' disruption and potential legal action that the Board must declare to members that a robust detailed business case is in place with the necessary written Consents before any works commence.

For 16; Against 71; Abstentions 13. **MOTION DEFEATED**

9. Appointment of directors/trustees:

Voting was by secret ballot and the votes were counted by Roger Shipway and Andrew Walker.

The following stood for election, with the results shown:

Peter Dickson (co-opted by the Board in March 2024): **Elected**

Peter Maynard (co-opted by the Board in March 2024): **Elected**

Paul Townsend (retired by rotation): **Elected**

Danny Woodward (retired by rotation): **Elected**

Jim Henderson: **Elected**

Justin Satchell: **Elected**

Shane Barry: **Not elected**

Gavin Compton: **Not elected**

Nathan Miles: **Not elected**



10. Any other relevant AGM business

There was a question asked at the meeting about the 'Whistleblower' email (23 December 2023). The Chairman explained that we had contacted the Information Commissioner's Office, and they would be taking no action. The suspicion was that the email originated from someone that had an older copy of the membership database (perhaps from their time as a manager / director on the Railway) and had augmented it with some newer details. As there was insufficient evidence to identify the sender, no further action could be taken by the Association.

A presentation was given by Keith Bishop on proposals for the allotment site, and this will also be emailed to all members.

After the presentation was completed, a number of comments were raised.

It was suggested by one member present that this is not the sort of building that we want for the Railway. Another member present suggested that thought should be given to screening of the existing facilities already on the allotment site – the toilets, Food Prep Unit and Catering truck to give them a more pleasant experience.

11. Close of Meeting

The meeting closed at 22.00.

Colin Ogilvie, August 2024